

Wood-Pawcatuck Wild and Scenic Rivers Stewardship Council

BYLAWS

Adopted November 25, 2020

Article 1 — INTRODUCTION

The Wood-Pawcatuck Watershed and its seven rivers were officially designated as part of the National Wild and Scenic Rivers System upon passage of the Dingell Act (PL 116-09) on March 12, 2019. The Wood-Pawcatuck Wild and Scenic Rivers Stewardship Council (the Council) was formed in accordance with the Wood-Pawcatuck Wild and Scenic Rivers Stewardship Plan (the Plan) as approved by twelve watershed towns in 2018.

Article 2 — MISSION AND PURPOSE

A. Mission - The mission of the Council is to preserve, protect and enhance the special environmental, cultural, and recreational values of the Wood-Pawcatuck Watershed and its Wild and Scenic Rivers and tributaries in Rhode Island and Connecticut for the benefit and enjoyment of present and future generations.

B. Purposes - The purposes of the Council shall be as follows:

1. To implement the Plan and to periodically update the Plan.
2. To provide a forum to discuss and resolve river and watershed issues in the Wood-Pawcatuck watershed in Rhode Island and Connecticut.
3. To identify activities and proposed activities within the watershed, and to coordinate with other stakeholders on implementation of the Plan's goals and actions that include but are not limited to: project prioritization, funding allocation and oversight, outreach, education and advisory guidance.

Article 3 — MEMBERSHIP

A. The membership of the Council shall consist of representatives of municipal members, agency members, non-profit members, and other members as described below.

B. Municipal members are representatives from the twelve towns within the watershed listed below which have adopted the Plan:

Charlestown	Exeter	Hopkinton	North Kingstown
North Stonington	Richmond	South Kingstown	Sterling
Stonington	Voluntown	West Greenwich	Westerly

Each town’s legislative body may appoint one representative and, at the discretion of the town, an alternate representative to the Council. Appointments shall be at the pleasure of each town's legislative body. Coventry and East Greenwich, towns in the watershed not currently on the Council, may join the Council if the town legislative body adopts the Plan and appoints representatives to the Council.

C. Agency members are the Connecticut Department of Energy and Environmental Protection (CT DEEP), the Rhode Island Department of Environmental Management (RI DEM) and the National Parks Service (NPS). Representatives from these agencies who may provide support and assistance to the Council shall be appointed by the respective directors of the agencies or their delegates. Alternates may be appointed at the discretion of the agencies’ directors.

D. Non-profit members are Wood-Pawcatuck Watershed Association, Save The Bay and the Narragansett Indian Tribe. The Council may vote to invite other non-profit organizations to join the Council.

E. Other members - The Council may vote to offer voting or non-voting membership to other organizations. Non-members may be invited to participate on Council committees or subcommittees.

F. Responsibilities and Guidelines for Membership- Personal conduct and general guidelines for Council membership may be found in Policy # 3 Responsibilities and Guidelines for Membership.

G. Council Communications —Communications of official Council positions with the media or the public shall come from the Chair, Vice Chair, Coordinator or their designee. This is not intended to preclude individual Council members from providing informal updates and communications. Refer to the Communications Policy # 1 for additional guidance.

H. Committees - The Council may form committees as needed. People who are not currently serving on the Council may be asked to serve on the committees. Committee members shall elect a Chair for the committee. Each Committee shall draft a mission statement for the committee highlighting its mission, specific duties, reference to the Plan and projected term of activities.

1. Eligibility of Committee Membership.

- a. Contractors and staff compensated by the Stewardship Council may not serve as members of the Council nor of committees or subcommittees. When a special need or circumstance exists, the Council, at their discretion, may approve a contractor or staff member to serve on a committee or subcommittee as a non-voting participant to ensure the vital function or role of that committee or subcommittee is fulfilled.
- b. Non-Council members may become members of committees or subcommittees if voted on by the committee members. Non-Council members of committees may vote at the committee meetings.

2. Open Meetings: All Council and committee meetings are open to all Council Members to attend and participate in discussions. The exception to the open meeting requirement is included in Section G of these By-Laws covering the Executive Session of the full Stewardship Council. Voting at committee meetings is open only to permanent committee members. The coordinator will maintain a calendar identifying the time, date, type of meeting and place of all Council and committee meetings online. If any meeting is scheduled after the 5 day required time limit, an email will be sent to all Council members regarding the time, date, place and type of meeting.

3. Voting. Town alternate representatives may participate in discussions and vote on committees and subcommittees on which they are permanent members.
4. In-Person and Virtual Attendance. Council members and committee members may attend Council meetings and committee meetings either in person or electronically. A meeting may be held in person, electronically, or a combination of both as feasible. The chair shall ensure that all attendees, whether attending in person or electronically, have the same participation rights including voting.

J. Indemnification of Council Members- The Stewardship Council shall ensure that all Council Members and officers of the Stewardship Council are indemnified by the Council having contractually engaged insurance.

K. Procedures and Policies- Procedures and Policies may be drafted by members of the Council or by any committee and submitted to the full Council for approval. These documents guide the members of the Stewardship Council in providing consistency in the handling of issues as well as in document and records control. These documents shall start with the first line being the name of the Stewardship Council and the second line will be the type of document, both of text in the header. The first line in the body of any document will be the sequential document number and the document title. The first section of the document shall be a brief statement of the purpose of the document. The last page of the document shall include the signature of the principal author as well as the signature and date of the approver (reviewer). The date of the superseded document shall also be included. The official copy of each document shall be a pdf with each page being numbered and initialed by the approver.

L. Other Council Activities - The Council will set its own budget, hire contractors, and approve disbursement of funds as appropriate.

Article 4 — OFFICERS

A. Titles and Election - The Council Officers shall be nominated and elected by the Council for a one year term ending on May 31 of each year. The officers shall include a

Chair, Vice-Chair and may include Treasurer and Secretary. Vacant positions may be filled as needed. No officer shall serve more than 4 consecutive years in the same office

B. Officers:

1. Chair - The Chair shall be the principal executive officer of the Council and shall have general charge of the business and affairs of the Council. The Chair shall preside at meetings of the Council and supervise the general conduct of Council meetings and shall sign on behalf of the Council any contracts or other documents which the Council has authorized to be signed. The Chair shall serve as spokesperson for the Council.

2. Vice Chair - The Vice Chair shall conduct meetings and otherwise act as Chair in the absence or inability or refusal of the Chair to act, and when so acting, shall have all of the powers and duties of the Chair. The Vice Chair shall perform such other duties as requested by the Chair.

3. Secretary - The Secretary shall see that all Council proceedings and documents are properly signed, recorded and stored. The Secretary shall give notice of all meetings in accordance with these Bylaws, record and keep minutes of meetings, distribute them to all Council members, and post them on the Council's website and shall in general perform all of the duties incident to the office of Secretary.

4. Treasurer - The Treasurer shall oversee and be responsible for the conduct of all financial matters of the Council in coordination with the Coordinator. The Treasurer shall keep a written record of the budget and prepare monthly and annual financial reports and shall in general perform all of the duties incident to the office of Treasurer.

C. Removal - Any officer or fiscal agent may be removed by the Council whenever in its judgment the best interests of the Council will be served thereby. Election or appointment of an officer or fiscal agent shall not of itself create contract rights. Removal of an officer or fiscal agent requires the affirmative vote of 2/3 of the full voting membership of the Council.

D. Resignations - Any officer may resign at any time by giving notice to the Chair or Secretary. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

E. Vacancies - A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled for the unexpired portion of the term by special election.

Article 5 — MEETINGS AND VOTING

A. Meetings - Meetings of the Council and Committees shall be open to the public, except for Executive Session of the full Council. The Council and Committee meetings will be conducted under Robert's Rules of Order.

B. Regular Meetings - Regular meetings of the Council shall be held at least every two months or as determined by the Chair. Meeting information will be posted on the Council's web site.

C. Special Meetings - Special meetings of the Council may be called by or at the request of the Chair or any two members.

D. Notice of Meetings - Notice of meetings shall be given to all representatives at least five (5) days prior thereto by written notice, mailed or e-mailed to each member at the member's address or e-mail address, respectively. If mailed, such notice shall be deemed to be given when deposited in the United States mail, so addressed, with postage prepaid thereon. Such notice shall include the time and location of the meeting and a listing of matters to be considered at the meeting. The Council may hold an emergency meeting to address an unexpected occurrence that requires immediate action as the Chair or any two Council members shall determine.

- E. Meeting Minutes-** The Council and all Committees shall draft and approve meeting minutes no later than the next subsequent meeting.
- F.** A quorum of the Council shall consist of representatives of a majority of Municipal, Agency and Non-profit members, and representatives of not less than half of the towns that are Municipal members. For Council and Committee meetings, the attendance and presence of a quorum must be determined prior to the consideration of agenda items, and recorded in the minutes of the meeting under the list of attendees.
- G. Voting** – Each Municipal, Agency, and Non-profit member of the Council shall be entitled to one vote at any meeting of the Council where a quorum is present. In order to vote, a member representative, or their alternate, must be present. Any vote will be taken by a voice vote or by hand vote. Optionally if any member requests so, the vote will be taken by paper ballot. For meetings with members attending virtually, blank ballots are sent to all attendees. They will mark their choices and return their ballots for tabulation. All ballots shall be returned to the tabulators (two council members and/or the coordinator) who will tabulate the votes separately and announce the result once agreement on the tally is met. All ballots (paper or electronic) are destroyed or deleted by the respective council members or coordinator after the tabulation and tally results are reported to the Council.
- H. Executive Session** - The Council may hold a meeting closed to the public (Executive Session) by providing notice to all members as provided in Article 5, Section D. The purpose of the Executive Session will be to discuss and vote on confidential matters including the following:
1. Personnel matters;
 2. Proposals where advance notice of the matter would be detrimental to the public interest; and
 3. Internal or other investigations.

Resulting votes taken in Executive Session shall be disclosed either (i) when the meeting is reopened to the public, or (ii) when such votes can be disclosed without affecting the public interest. Except as provided in this paragraph, all discussions in Executive Session and minutes thereof shall be confidential.

I. Public Attendance / Guests – The public is invited to attend Council meetings and will be allowed to speak. The Stewardship Council will be permitted to impose speaking time limits. Guests and the general public will not be able to vote on matters presented at the Council.

Article 6 — PLAN UPDATES

The Council shall formally revise the Stewardship Plan at least once every ten (10) years and conduct a review every at least every five (5) years. The revised Stewardship Plan may be adopted by a 2/3 vote of the total Stewardship Council membership (provided that the notice of such meeting states the proposed revision in the Stewardship Plan).

Article 7 — FUNDING/STAFF

A. Funding - The National Park Service (NPS) provides funding through the Partnership Wild and Scenic Rivers Program, subject to congressional appropriations. In addition to providing staff support and/or direct financial assistance the NPS may provide technical planning and river conservation assistance to the Council if requested and if sufficient appropriations are available. The Council shall seek to leverage any potential federal funding provided to maximize the impact of such funds. The Council may pursue financial assistance and/or in-kind contributions from individuals, foundations, corporations, and government (federal, state, and/or local).

B. Cooperative Agreements and Fiscal Agent – Cooperative Agreements are formal written agreements between NPS and a local partner to create the ability to distribute federal funding or other federal assistance for supporting the implementation of the Wood-Pawcatuck Wild and Scenic Rivers Stewardship Plan pursuant to Sec. 10(e) and/or Sec. 11(b)(1) of the Wild and Scenic Rivers Act. Decisions on how funds are allocated, if they become available,

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remain with the Council in consultation with NPS. The Council shall appoint a Fiscal Agent upon such terms as it shall determine. Since 2015 the Fiscal Agent has been the Wood-Pawcatuck Watershed Association.

Staff -With the funding from NPS, a Wild and Scenic Rivers Coordinator may be hired to serve the Stewardship Council, help implement stewardship projects, and conduct education and outreach. A job description shall be drafted and approved by the full Council for any staff hired by the Council. The Job description shall include responsibilities, qualifications, and activities of that position. The Fiscal Agent's Executive Director and members of its Board of Directors are not eligible to serve as Coordinator. The Coordinator's salary will be paid through the NPS funding or other grants. The Coordinator will answer to the Council. Hours and expenses for the Coordinator will be approved by the Council Chair.

Article 8 — COMPLIANCE WITH COUNCIL POLICIES

Each member representative who serves on the Council is expected to comply with all Council Policies including Policy #2, Conflict of Interest.

Article 9 — AMENDMENTS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a 2/3 vote of the total membership of the Stewardship Council (provided that the notice of such meeting states the proposed change in the Bylaws).

Adopted by vote of the Wood-Pawcatuck Wild and Scenic Rivers Stewardship Council

Date: November 25, 2020

Author/Approver		
Author: Jon Ericson, Chair	Signature: 	Date: December 07, 2020
Approver: Dave Prescott, Vice-Chair	Signature: 	Date: December 07, 2020
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